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SECURITIES AND EXCHANGE COMMISSION  
Washington, D. C. 20549

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ANNUAL AUDITED REPORT  
FORM X-17A-5  
PART III

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FACING PAGE

Information Required of Brokers and Dealers Pursuant to Section 17 of the  
Securities Exchange Act of 1934 and Rule 17a-5 Thereunder

REPORT FOR THE PERIOD BEGINNING JANUARY 1, 2010 AND ENDING DECEMBER 31, 2010

**A. REGISTRANT IDENTIFICATION**

NAME OF BROKER-DEALER:

OFFICIAL USE ONLY

PRINCETON SECURITIES GROUP, INC.

FIRM ID. NO.

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P. O. Box No.)

2115 LINWOOD AVENUE - Suite 430

FORT LEE,

NEW JERSEY

07024

(City)

(State)

(Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT

MOSHE ENGELSOHN, CEO

(201) 944 - 1005

(Area Code - Telephone No.)

**B. ACCOUNTANT IDENTIFICATION**

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report\*

LERNER & SIPKIN, CPAs, LLP

132 Nassau Street, Suite 1023

New York

NY

10038

X Certified Public Accountant

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\*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See section 240.17a-5(e) (2).

Potential persons who are to respond to the collection of  
information contained in this form are not required to respond  
unless the form displays a currently valid OMB control number.

SEC 1410 (06-02)

## OATH OR AFFIRMATION

I, **MOSHE ENGELSOHN**, swear (or affirm) that, to the best of my knowledge and belief, the accompanying financial statement and supporting schedules pertaining to the firm of **PRINCETON SECURITIES GROUP, INC., as of DECEMBER 31, 2010**, are true and correct.

I further swear (or affirm) that neither the company nor any partner, proprietor, member, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:

NONE

X

Signature

Title

**JOSEPH A. FORTE**  
**NOTARY PUBLIC OF NEW JERSEY**  
**My Commission Expires 5/13/2014**

X

Notary Public

This report\*\* contains (check all applicable boxes):

- ☒ (a) Facing page.
- ☒ (b) Statement of Financial Condition.
- ☒ (c) Statement of Operations.
- ☒ (d) Statement of Cash Flows.
- ☒ (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietor's Capital.
- ☒ (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
- ☒ (g) Computation of Net Capital.
- ☐ (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
- ☐ (i) Information Relating to the Possession or Control requirements under rule 15c3-3.
- ☐ (j) A Reconciliation, including appropriate explanation, of the Computation of Net Capital Under Rule 15c3-1 and the Computation for Determination of the reserve requirements Under Exhibit A of Rule 15c3-3.
- ☐ (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.
- ☒ (l) An Oath or Affirmation.
- ☒ (m) A copy of the SIPC Supplemental Report.
- ☐ (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.
- ☒ (o) Independent Auditors' Report on Internal Accounting Control.

\*\* For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).

**PRINCETON SECURITIES GROUP, INC.**  
**STATEMENT OF FINANCIAL CONDITION**  
**FOR THE YEAR ENDED DECEMBER 31, 2010**

**ASSETS**

|   |                     |
|---|---------------------|
| Cash and cash equivalents   | \$ 367              |
| Due from broker   | 1,044,146           |
| Securities - at market value (Note 3)   | 1,851,732           |
| Equipment and leasehold improvements- net of accumulated depreciation of \$80,122 | 63,727              |
| Other assets  | <u>225,941</u>      |
| Total assets  | <u>\$ 3,185,913</u> |

**LIABILITIES AND STOCKHOLDERS' EQUITY**

**Liabilities:**

|   |                  |
|---|------------------|
| Accounts payable and accrued expenses                         | \$ 285,625       |
| Securities sold, not yet purchased - at market value (Note 3) | <u>1,654,450</u> |
| Total liabilities   | <u>1,940,075</u> |

**Commitments and Contingencies (Note 5 and 6)**

**Stockholders' equity (Notes 7 and 8)**

|  |                  |
|--|------------------|
| Common stock, no par value, 200 shares<br>authorized, 20 shares issued and outstanding | 10,000           |
| Additional paid-in capital   | 105,000          |
| Retained earnings  | <u>1,140,838</u> |
|  | 1,255,838        |

|  |                     |
|--|---------------------|
| Less: Stock subscription receivable        | <u>(10,000)</u>     |
| Total stockholders' equity                 | <u>1,245,838</u>    |
| Total liabilities and stockholders' equity | <u>\$ 3,185,913</u> |

*The accompanying notes are an integral part of this statement.*

**PRINCETON SECURITIES GROUP, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED DECEMBER 31, 2010**

**Note 1 -**

**Nature of Business**

Princeton Securities Group, Inc. (The "Company") is a New York corporation formed for the purpose of conducting business as a broker on the floor of the New York Stock Exchange ("NYSE"). The Company is registered as a broker-dealer with the Securities and Exchange Commission ("SEC").

The Company operates under the provisions of Paragraph (k) (2) (ii) of Rule 15c3-3 of the Securities and Exchange Commission and, accordingly, is exempt from the remaining provisions of that rule. Essentially, the requirements of Paragraph (k) (2) (ii) provide that the Company clears all transactions on behalf of customers on a fully disclosed basis with a clearing broker/dealer, and promptly transmits all customer funds and securities to the clearing broker/dealer. The clearing broker/dealer carries all of the accounts of the customers and maintains and preserves all related books and records as are customarily kept by a clearing broker/dealer.

**Note 2 -**

**Summary of Significant Accounting Policies**

**a) *Revenue Recognition***

Securities transactions (and the recognition of related income and expenses) are recorded on a trade date basis. Commission income and related expense are recorded on a settlement date basis. There is no material difference between settlement date and trade date.

**b) *Income Taxes***

The Company has elected to be treated as an "S" Corporation under the provisions of the Internal Revenue Code and New York State tax regulations. Under the provisions, the Company does not pay federal or state corporate income taxes on its taxable income. Instead, the stockholder is liable for individual income taxes on his respective share of the Company's taxable income.

**c) *Cash and Cash Equivalents***

The Company considers demand deposited money market funds to be cash equivalents. The Company maintains cash in bank accounts which, at times, may exceed federally insured limits or where no insurance is provided. The Company has not experienced any losses in such accounts and does not believe it is exposed to any significant credit risk on cash and cash equivalents.

**d) *Equipment***

Equipment is carried at cost and is depreciated over a useful life of 5-7 years using accelerated methods.

**e) *Use of Estimates***

Management uses estimates and assumptions in preparing financial statements. Those estimates and assumptions affect the reported amounts of assets and liabilities, and the reported amounts of revenues and expenses.

**PRINCETON SECURITIES GROUP, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED DECEMBER 31, 2010**

**Note 2 - Summary of Significant Accounting Policies**

*f) Subsequent Events*

The Company has evaluated events and transactions that occurred between December 31, 2010 and February 17, 2011, which is the date the financial statements were available to be issued, for possible disclosure and recognition in the financial statements.

**Note 3- Marketable Securities Owned and Sold not yet Purchased**

Marketable securities consist of securities at quoted market values, as illustrated below:

|          | <u>Owned</u> | <u>Sold, not yet<br/>Purchased</u> |
|----------|--------------|------------------------------------|
| Equities | \$1,851,732  | \$(1,654,450)                      |

**Note 4 - Profit Sharing Plan**

The Company is a sponsor of a defined contribution profit sharing plan for its eligible employees.

Contributions to the plan if any are determined by the employer and come out of its current accumulated profits. The employer's contribution for any fiscal year shall not exceed the maximum allowable as a deduction to the employer under the provisions of the IRS Code Section 404, as amended, or replaced from time to time. The Company made no contribution for the year ended December 31, 2010.

The Company also has a 401(k) profit sharing plan covering all eligible employees. Under the Plan agreement, employer matching contributions are discretionary and are determined on an annual basis by the Company. For the year ended December 31, 2010, the Company made no contribution.

**Note 5 - Commitments**

*Office Space*

The Company leases office space pursuant to an operating lease expiring on May 31, 2013. The future minimum rental commitment through termination is

| <u>Year</u> | <u>Amount</u> |
|-------------|---------------|
| 2011        | \$64,924      |
| 2012        | \$65,459      |
| 2013        | \$27,274      |

The Company shares the office space with an affiliated entity. In 2010, none of the rent was paid by the entity.

**PRINCETON SECURITIES GROUP, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED DECEMBER 31, 2010**

**Note 6 - Financial Instruments with Off-Balance Sheet Credit Risk**

As a securities broker, the Company is engaged in buying and selling securities for a diverse group of institutional and individual investors. The Company introduces these transactions for clearance to another broker-dealer on a fully disclosed basis.

The Company's exposure to credit risk associated with non-performance of customers in fulfilling their contractual obligations pursuant to securities transactions can be directly impacted by volatile trading markets which may impair customers' ability to satisfy their obligations to the Company and the Company's ability to liquidate the collateral at an amount equal to the original contracted amount. The agreement between the Company and its clearing broker provides that the Company is obligated to assume any exposure related to such non-performance by its customers. The Company seeks to control the aforementioned risks by requiring customers to maintain margin collateral in compliance with various regulatory requirements and the clearing broker's internal guidelines. The Company monitors its customer activity by reviewing information it receives from its clearing broker on a daily basis, and requiring customers to deposit additional collateral, or reduce positions, when necessary.

**Note 7 - Stock Subscription Receivable**

On March 3, 2008, the Company entered into a stock purchase agreement. Pursuant to that agreement, the Company issued 10 shares of voting common stock in return for a demand note from a shareholder, in the principal amount of \$10,000. The note bears no interest. In lieu of repayment, the shareholder has the option of satisfying his obligations in full under the note by surrendering his shares. The note is guaranteed by the shareholder.

**Note 8 - Net Capital Requirement**

The Company is subject to the Securities and Exchange Commission Uniform Net Capital Rule (Rule 15c3-1), which requires the maintenance of minimum net capital and requires that the ratio of aggregate indebtedness to net capital, both as defined, shall not exceed 1500%. At December 31, 2010, the Company had net capital of \$71,034 which was \$(28,966) deficient of its required net capital of 100,000. The Company's net capital ratio was 402.10%.

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A copy of the Firm's Statement of Financial Condition as of December 31, 2010, pursuant to SEC Rule 17a-5, is available for examination at the Firm's office and at the regional office of the SEC.



## LERNER & SIPKIN

CERTIFIED PUBLIC ACCOUNTANTS LLP

132 Nassau Street, New York, NY 10038 Tel 212.571.0064 / Fax 212.571.0074

E-mail: [LS@lernerpsipkin.com](mailto:LS@lernerpsipkin.com)

### INDEPENDENT AUDITORS' REPORT

To the Stockholders of  
Princeton Securities Group, Inc.  
2115 Linwood Avenue - 4th Floor  
Fort Lee, NJ 07024

We have audited the accompanying statement of financial condition of Princeton Securities Group, Inc. as of December 31, 2010. This financial statement is the responsibility of the Company's management. Our responsibility is to express an opinion on this financial statement based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the statement of financial condition is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the statement of financial condition. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall statement of financial condition presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the statement of financial condition referred to above presents fairly, in all material respects, the financial position of Princeton Securities Group, Inc. as of December 31, 2010, in conformity with accounting principles generally accepted in the United States of America.

*Lerner & Sipkin, CPAs, LLP*

Lerner & Sipkin, CPAs, LLP  
Certified Public Accountants (NY)

New York, NY  
February 17, 2011